

**Downtown Whitewater, Inc.**  
**Board of Directors Meeting Minutes (Draft)**  
**Wednesday, February 22, 2012 – 8:00 am**  
**Whitewater Municipal Building, 2<sup>nd</sup> Floor**  
**312 West Whitewater Street, Whitewater, WI 53190**

**Board Members Present:** G. Hale, J. Miller, B. Gayhart, N. Parrish, D. Salverson, D. Saalsaa, R. Telfer, J. Kachel, and B. Miller

**Others:** K. Brunner, T. Brodnicki

**Call to Order** –Hale called meeting to order at 8:00 a.m.

**Approval of Agenda** – Motion by Gayhart, second by Saalsaa, unanimous

**Approval of January 10, 2012 Minutes** – Motion by Saalsaa, Second by J. Miller, unanimous

**501 C3 Discussion:** Attorney Melissa Schulz and colleague Jessica Harrison (Madison) presented a proposal for legal services with regard to our application for tax-exempt status; suggested a completely new application with an emphasis on getting it right the first time. In her opinion, we have all the right qualifications and good backup to work with. She will put together a 2-3 page narrative to include with our application to tell a better story of what we do as an organization (*i.e.*, lessening the burdens of government, business education and development, and including “before and after” exhibits to emphasize our efforts to promote historic preservation of downtown facades). She felt our Memorandum of Understanding with the City was excellent, suggested some minor changes to clarify Members Section of our By-laws, and approved of our partnership with the Chamber of Commerce “Buy Local” program. Estimated fees at 10-20 hours @ \$175.00 per hour, with a cap at \$3,000.00. Motion by Gayhart to approve contract with Attorney Shulz with a \$3,000.00 cap; second by Salverson; unanimous

**President’s Report (G. Hale)** Fundraising efforts should be treated with a sense of urgency – need to fundraise now vs. end of the year. Brodnicki to contact Attorney Olm to request letter of support from Community Foundation to support our fundraising efforts

**Memorandum of Understanding with City (K. Brunner)** The new MOU reduces the City’s contribution to DTWW to \$24,000.00 and reduces our matching funds to \$48,000.00. Discussion ensued as the MOU pertains to our tax-exempt application resulting in the following changes:

Paragraph 1A Remove reference to “recruiting” new business and replace with “enhancing the Downtown environment to attract” new business “by partnering with other like community organizations”

Paragraph 1C Remove reference to “shoppers” and replace with “residents”; and remove reference to business “retention” and replace with business “education and development”

Paragraph 1D Remove reference to “shoppers”

Paragraph 1G.2 Remove reference to “marketing/advertising” efforts and replace with “promotion” efforts

Motion by Telfer to approve with changes and if the attorney agrees with MOU with IRS standards; second by J. Miller; unanimous (Tami will email to attorney for her review)

**Financial Report (J. Kachel)** Fundraising goal should be \$60,000.00; donation checks still need to be made out to the Whitewater Community Foundation until our application for tax-exempt status is approved. Motion by Saalsaa to move the interest earned from the Credit Union CD to general fund to cover our contribution to the electrical upgrade at the Cravath Lakefront Park; second by Telfer; unanimous

**Website Maintenance and Development Update (R. Telfer)** Roni and Tami met with John Chenoweth from the University for updates, maintenance and further development for the DTWW website. John made notes of what he needs to take care of, (updating the software for us, fixing the link problem). Roni and Tami will meet and talk about what they would like to see for changes on the main page and to provide the transparency for agendas and minutes. It should be Tami and someone else updating website and Roni volunteered to help with that as well as John saying he would be glad to help with major changes. After updates are made and Roni and Tami meet they will meet with John again to have him implement the first round of changes.

**Possible By-Law Changes (Financial & Community Members-at-Large Positions (Brodnicki)**

Motion by Kevin Brunner and second by Jim Miller to change Community Member-At-Large position to Member-At-Large position and to appoint Jon Kachel as Director Emeritus if no treasurer with financial background accepts nomination

**Downtown Whitewater, Inc. Donation Policy (Brodnicki)**

Tami presented the information on different board donation policies. No templates could be found online with specific information as to what constitute an in-kind donation and separating downtown Whitewater from Downtown Whitewater, Inc., she suggested that she contact Melissa to see if her office has a template or recommendation for board members donating cash or an in-kind gift.

**Executive Director Report (Brodnicki)**

**Wisconsin State Awards Update**

April 20 in Beloit Wisconsin, <http://wedc.org/2012mainstreetawards> is the online registration form. Networking reception at Grande Banquet Hall begins at 4:30 pm followed by dinner, which will be an Italian Pasta Buffet. The event will conclude with the awards program at the Oscar Meyer Theatre at Wilson Hall on the Beloit College Campus. The event cost \$30 dollars and you can register online or submit a check payable to WEDC by April 11, 2012

**DTWW Annual Awards Reception Update**

Thursday March 8, 2012 at Lakefront Pub from 6 pm to 9 pm, silent auction, finger food, awards, annual update and future goals

**2011 Annual Report Update**

Tami gave Annual Report update to council and provided them with written report, 2012 work plans and reports filed to state

**Committee Reports:** Tabled until next meeting

Design (Saalsaa)

Organization (T. Brodnicki)

Economic Restructuring (J. Kachel)

Promotion (T. Brodnicki)

**Future Agenda Items:**

MOU, Fundraising, 501 C 3 update and Board Donation Policies

**Adjourn**

Motion to adjourn by Jon Kachel, second by Kevin Brunner, unanimous

Next board meeting is March 28, 2012 at 8 am at 312 West Whitewater Street, Whitewater, Wisconsin 53190